

**Minutes of the Meeting of the
Board of Directors of
Tennessee Education Lottery Corporation**

August 14, 2003

A meeting of the Board of Directors (the "Board") of the Tennessee Education Lottery Corporation (the "Corporation") was held at the Snodgrass Tennessee Tower on August 14, 2003. The following members of the Board were present in person:

Denny Bottorff
Morris Fair
Marvell Mitchell
Jim Ripley
Deborah Story
Claire Tucker

Also present by invitation were:

Paul Summers, Attorney General and Reporter
David Williams, General Counsel, Vanderbilt
Susan Lanigan, General Counsel, Dollar General

Mr. Bottorff, Chair of the Board, called the meeting to order at approximately 1:00 p.m. (Central Time). Ms. Tucker, Secretary of the Corporation, confirmed that a quorum was present.

Upon motion duly made and seconded, the Board voted to approve the minutes from its meeting of August 4, 2003, as submitted.

The Board then discussed the preparation of qualifications for engaging a public relations firm to be included in an RFP. Upon motion duly made and seconded, the Board voted to create an ad hoc committee, comprised of Mr. Mitchell and Ms. Story, to prepare such qualifications and to present them to the Board at a future Board meeting.

Mr. Bottorff suggested creating handouts for the visits to other states' lottery offices, to be discussed at the Board meeting on August 18, 2003.

Upon motion duly made and seconded, the Board voted to accept the recommendation of the ad hoc committee formed to handle lottery site visits to visit South Carolina.

Mr. Bottorff next turned the meeting over to Mr. Ripley, who chairs the ad hoc committee formed to handle the legal counsel search. Mr. Ripley announced that the law firms would present in alphabetical order and asked that in fairness to the process, law firms not listen to presentation of firms other than their own.

The following law firms then gave their presentations and responded to questions from the Board:

Baker Donelson Bearman Caldwell & Berkowitz, PC
Boult, Cummings, Conners & Berry, PLC
Neal & Harwell, PLC
Stokes Bartholemew Evans & Petree, P.A.
Waller Lansden Dortch & Davis, PLLC

Following the presentations by each of these law firms, the meeting was adjourned into executive session to discuss the law firm selection. After extensive discussion in the executive session, the meeting returned to open session.

The Board then identified its goal of finalizing the points to be considered in exploring a possible joint lottery arrangement with another state that would be helpful to the financial consultants in rendering their advice with regard to the economic and financial aspects of the proposed lottery arrangement with the State of Georgia. Next the Board discussed when to schedule the meeting with the financial consultant regarding such joint lottery arrangement.

The Board next discussed the proposed visit to the offices of the Georgia Lottery Corporation by Mr. Bottorff and other Board members on August 19, 2003.

The Board then requested that Ms. Story continue her efforts on the search for a CEO.

The Board then resolved to set its next regular meeting for 2:00 p.m. (Central Time) on Monday, August 18, in the Board Room, 27th Floor, Tennessee Tower, 312 8th Avenue North, Nashville, Tennessee.

There being no further business to come before the meeting, it was adjourned at approximately 8:30 p.m. (Central Time).



Claire Tucker, Secretary